

MAURA HEALEY
ATTORNEY GENERAL

THE COMMONWEALTH OF MASSACHUSETTS
OFFICE OF THE ATTORNEY GENERAL

ONE ASHBURTON PLACE
BOSTON, MASSACHUSETTS 02108

TEL: (617) 727-2200
www.mass.gov/ago

February 17, 2015

Civil Clerk's Office
Suffolk Superior Court
Three Pemberton Square
12th Floor
Boston, MA 02108

Re: Commonwealth of Massachusetts v. Partners Healthcare System, Inc., et al;
Civil Action No. 14-2033-BLS2

Dear Sir or Madam,

Enclosed for filing in *Commonwealth of Massachusetts v. Partners HealthCare System, Inc., South Shore Health and Educational Corp., and Hallmark Health Corp.*, Civil Action No. 14-2033-BLS2, please find a Stipulation Of Voluntary Dismissal Without Prejudice.

Please feel free to contact me at 617-963-2414 or my colleague Matt Lyons at 617-963-2128 if you have any questions.

Best Regards,

A handwritten signature in dark ink, appearing to read "William T. Matlack".

William T. Matlack

cc: Hon. Janet L. Sanders (with enclosure)

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, ss.

SUPERIOR COURT
CIVIL ACTION No. 14-2033-BLS2

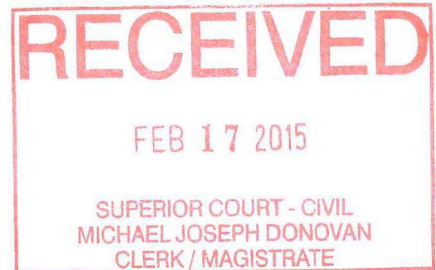
COMMONWEALTH OF MASSACHUSETTS,

Plaintiff,

v.

PARTNERS HEALTHCARE SYSTEM, INC.,
SOUTH SHORE HEALTH AND EDUCATIONAL
CORP., and HALLMARK HEALTH CORP.,

Defendants.



STIPULATION OF VOLUNTARY DISMISSAL WITHOUT PREJUDICE

Pursuant to Mass. R. Civ. P. 41(a)(1)(ii) plaintiff Commonwealth of Massachusetts (the "Commonwealth") and defendants Partners Healthcare System, Inc. ("Partners"), South Shore Health and Educational Corp. ("South Shore"), and Hallmark Health Corp. ("Hallmark") hereby jointly stipulate to the voluntary dismissal without prejudice of all of the claims pending in this action.

The parties further state as follows:

1. Partners and South Shore have determined not to proceed with the proposed acquisition of South Shore by Partners.
2. The Commonwealth will further evaluate Partners' proposed acquisition of Hallmark if and when Partners and Hallmark complete pending federal Hart-Scott-Rodino regulatory obligations. *See* 15 U.S.C. § 18a.

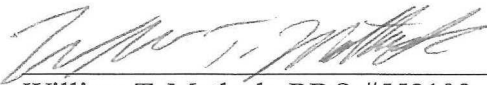
It is further stipulated and agreed that each party shall bear its own costs and expenses in this action.

Respectfully submitted,

COMMONWEALTH OF MASSACHUSETTS PARTNERS HEALTHCARE SYSTEM, INC.

By its attorneys,

MAURA HEALEY
ATTORNEY GENERAL

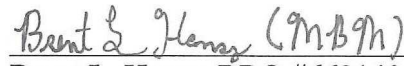


William T. Matlack, BBO #552109
Chief, Antitrust Division
Matthew M. Lyons, BBO #657685
Michael B. MacKenzie, BBO #683305
Assistant Attorneys General
Antitrust Division
Office of Attorney General Maura Healey
One Ashburton Place, 18th Floor
Boston, Massachusetts 02108
(617) 963-2414
William.Matlack@state.ma.us

Christopher K. Barry-Smith
BBO #565698
First Assistant Attorney General
Mary B. Freeley, BBO #544788
Chief, Public Protection and Advocacy Bureau
Office of Attorney General Maura Healey
Chris.Barry-Smith@state.ma.us

By its attorneys,

BRENT L. HENRY
VICE PRESIDENT AND GENERAL
COUNSEL



Brent L. Henry, BBO #662140
Partners HealthCare System, Inc.
800 Boylston Street, 11th Floor
Boston, MA 02119
(617) 278-1000

Bruce D. Sokler, BBO #543594
Mintz, Levin, Cohn, Ferris, Glovsky
and Popeo P.C.
One Financial Center
Boston, Massachusetts 02111
(617) 542-6000

February 17, 2015.

SOUTH SHORE HEALTH AND
EDUCATIONAL CORP.

By its attorneys,

MICHAEL L. BLAU

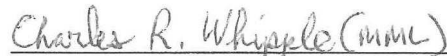


Michael L. Blau, BBO #045500
Lawrence M. Kraus, BBO #564561
FOLEY & LARDNER LLP
111 Huntington Avenue
Boston, MA 02199
617-342-4000
LKraus@foley.com

HALLMARK HEALTH CORP.

By its attorneys,

CHARLES R. WHIPPLE



Charles R. Whipple, BBO # 635424
Hallmark Health Corp.
585 Lebanon Street
Melrose, MA 02176
(781) 979-3000
CWhipple@hallmarkhealth.org

CERTIFICATE OF SERVICE

I, Matthew M. Lyons, hereby certify that on February 17, 2015 I served true copies of the foregoing *Stipulation Of Voluntary Dismissal Without Prejudice* by sending a copy thereof by electronic and U.S. mail, to:

Counsel for Partners HealthCare System, Inc.:


Brent L. Henry, Esq.
Vice President and General Counsel
Partners HealthCare System, Inc.
800 Boylston Street, 11th Floor
Boston, MA 02119
(617) 278-1000
BHenry1@partners.org

Counsel for South Shore Health and Educational Corp.:

Michael L. Blau
Lawrence M. Kraus
FOLEY & LARDNER LLP
111 Huntington Avenue
Boston, MA 02199
617-342-4000
MBlau@foley.com
LKraus@foley.com

Counsel for Hallmark Health Corp.:

Charles R. Whipple, Esq.
Executive Vice President and Chief
Hallmark Health Corp.
585 Lebanon Street
Melrose, MA 02176
(781) 979-3000
CWhipple@hallmarkhealth.org


Matthew M. Lyons, Esq.